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**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

SEC FILE NUMBER
8- 53707

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING January 1, 2011 AND ENDING December 31, 2011
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: MMLISI Financial Alliances, LLC

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

1295 State Street

(No. and Street)

Springfield

MA

01111-0001

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

William H. McCauley, Jr.

413-744-1332

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

KPMG LLP

One Financial Plaza

(Name - if individual, state last, first, middle name)

755 Main Street

Hartford

CT

06103

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

☒ Certified Public Accountant

☐ Public Accountant

☐ Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

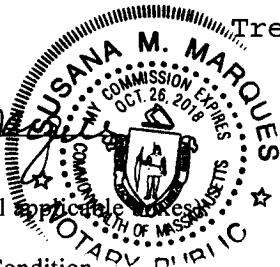
OATH OR AFFIRMATION

I, William H. McCauley, Jr., swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of MMLISI Financial Alliances, LLC, as of December 31, 2011, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

William H. McCauley Jr.
Signature

Treasurer and Financial Operations Principal
Title

Susana M. Marques
Notary Public



This report ** contains (check all applicable)

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☒ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).



KPMG LLP
One Financial Plaza
755 Main Street
Hartford, CT 06103

Report of Independent Registered Public Accounting Firm

To the Board of Directors of
MMLISI Financial Alliances, LLC:

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments [General Assessment Reconciliation (Form SIPC-7)] to the Securities Investor Protection Corporation (SIPC) for the year ended December 31, 2011, which were agreed to by MMLISI Financial Alliances, LLC and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC solely to assist you and the other specified parties in evaluating MMLISI Financial Alliances, LLC's compliance with the applicable instructions of the General Assessment Reconciliation (Form SIPC-7). MMLISI Financial Alliances, LLC's management is responsible for the MMLISI Financial Alliances, LLC's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures we performed and our findings are as follows:

1. Compared the listed assessment payments in Form SIPC-7 with respective cash disbursement records entries within the Company's general ledger system noting no differences;
2. Compared the total revenue reported in audited Form X-17A-5 (Part III), for the year ended December 31, 2011, with the total revenue reported in Form SIPC-7 for the year ended December 31, 2011 noting no difference;
3. Compared any adjustments reported in Form SIPC-7 to the "December 2011 SIPC Assessment Activity Report," the Company's supporting schedule, and the trial balance noting no differences;
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the "December 2011 SIPC Assessment Activity Report" supporting the adjustments noting no differences; and
5. Inspected the SIPC-7 noting that no overpayment carry forward was claimed on the current assessment form.



To the Board of Directors of
MMLISI Financial Alliances, LLC
Page 2 of 2

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

KPMG LLP

February 17, 2012

MMLISI Financial Alliances, LLC

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KPMG LLP
One Financial Plaza
755 Main Street
Hartford, CT 06103

Independent Auditors' Report

To the Board of Directors and Members of
MMLISI Financial Alliances, LLC:

We have audited the accompanying statement of financial condition of MMLISI Financial Alliances, LLC (the Company) as of December 31, 2011, and the related statements of operations, changes in members' equity, and cash flows for the year then ended that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. The financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MMLISI Financial Alliances, LLC as of December 31, 2011, and the results of its operations and its cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information contained in Schedule I required by Rule 17a-5 under the Securities Exchange Act of 1934 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

KPMG LLP

February 17, 2012

MMLISI Financial Alliances, LLC

**Statement of Financial Condition
December 31, 2011**

Assets

Cash and cash equivalents	\$ 647,799
Referral fees receivable	58,034
Prepaid expenses and other assets	<u>30,606</u>
Total assets	<u>\$ 736,439</u>

Liabilities and Members' Equity

Accounts payable and other accrued expenses	\$ 42,038
Payables to related parties	<u>47,645</u>
Total liabilities	<u>89,683</u>

Members' Equity

Series A	553,774
Series B	<u>92,982</u>
Total members' equity	<u>646,756</u>
Total liabilities and members' equity	<u>\$ 736,439</u>

The accompanying notes are an integral part of these financial statements.

MMLISI Financial Alliances, LLC

**Statement of Operations
For the Year Ended December 31, 2011**

Revenues

Referral fees	\$ 855,563
Other income	<u>985</u>
Total revenues	<u>856,548</u>

Expenses

Management fees	177,500
State and regulatory fees	57,182
Professional fees	20,154
Other miscellaneous expenses	<u>38,763</u>
Total expenses	<u>293,599</u>

Net income	<u>\$ 562,949</u>
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The accompanying notes are an integral part of these financial statements.

MMLISI Financial Alliances, LLC

**Statement of Changes in Members' Equity
For the Year Ended December 31, 2011**

	<u>Series A</u>		<u>Series B</u>		
	<u>Contributions/ Additional Paid-in Capital</u>	<u>Accumulated Net Income</u>	<u>Contributions/ Additional Paid-in Capital</u>	<u>Accumulated Net (Loss)</u>	<u>Total Members' Equity</u>
Balances at December 31, 2010	\$ 225,873	\$ 233,555	\$ 375,000	\$ (332,018)	\$ 502,410
Member Contributions	159,158	--	50,000	--	209,158
Distributions	(112,987)	(514,774)	--	--	(627,761)
Net income	<u>--</u>	<u>562,949</u>	<u>--</u>	<u>--</u>	<u>562,949</u>
Balances at December 31, 2011	<u>\$ 272,044</u>	<u>\$ 281,730</u>	<u>\$ 425,000</u>	<u>\$ (332,018)</u>	<u>\$ 646,756</u>

The accompanying notes are an integral part of these financial statements.

MMLISI Financial Alliances, LLC

**Statement of Cash Flows
For the Year Ended December 31, 2011**

Cash flows from operating activities:

Net income	\$ 562,949
Adjustments to reconcile net income to net cash provided by operating activities:	
Changes in operating assets and liabilities:	
Referral fees receivable	(10,613)
Prepaid expenses and other assets	(416)
Payables to related parties	46,789
Accounts payable and accrued expenses	<u>8,390</u>
Net cash provided by operating activities	<u>607,099</u>

Cash flows from financing activities:

Contributions from members	209,158
Distributions to members	<u>(627,761)</u>
Net cash used in financing activities	<u>(418,603)</u>

Net increase in cash and cash equivalents	188,496
Cash and cash equivalents, beginning of year	<u>459,303</u>

Cash and cash equivalents, end of year	<u>\$ 647,799</u>
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The accompanying notes are an integral part of these financial statements.

MMLISI Financial Alliances, LLC

Notes to Financial Statements December 31, 2011

1. Organization

MMLISI Financial Alliances, LLC (the “Company”), a Delaware Series Limited Liability Company organized effective June 2001, is a referral broker-dealer, formed for the sole purpose of providing clients of certain professional firms with access to products and services offered by MML Investors Services, LLC. (“MMLIS”) and certain other members of MMLIS’s parent, Massachusetts Mutual Life Insurance Company (“MassMutual”). In addition, the Company conducts business with MML Insurance Agency (“MMLIA”), a wholly-owned subsidiary of MMLIS, to provide non-MassMutual insurance products. The Company is registered as a broker-dealer and investment advisor with the Securities and Exchange Commission (SEC), is a member of the Financial Industry Regulatory Authority, Inc. (FINRA) and is licensed as a broker-dealer in 49 states, Puerto Rico and the District of Columbia.

As a Series limited liability company, the Company is comprised of Series A and Series B members. The Series A members are professional firms who provide contributions in exchange for non-controlling equity interests. MMLIS is the Series B member and holds the controlling interests (see Footnote 4). All capital contributions, assets, liabilities, income, expenses, earnings, profits, and proceeds with respect to the Series A members are held and accounted for separately from the other assets of the Company, and are referred to as assets belonging to that Series. These assets are available for the payment of the liabilities, expenses, costs or charges in respect of, or allocated to, that Series. The assets belonging to each Series belong to that Series for all purposes, and no other Series, subject only to the rights of creditors of that Series.

2. Summary of Significant Accounting Policies

The significant accounting policies, which have been consistently applied, are as follows:

Basis of Presentation

The Company’s financial statements have been prepared in conformity with U.S. generally accepted accounting principles (GAAP). The preparation of financial statements in conformity with GAAP requires the use of estimates. Accordingly, certain amounts in these financial statements contain estimates made by management. Actual results could differ from those estimates.

MMLISI Financial Alliances, LLC

Notes to Financial Statements December 31, 2011

Cash and Cash Equivalents

The Company considers any investment with an original maturity of three months or less to be a cash equivalent.

The Series A member equity interests that are identified as belonging to that Series are segregated by the Company in separate third party bank accounts for the protection of each member. (See Note 4).

Revenue Recognition

The Company earns fees on business referred to MMLIS and MassMutual, as well as unrelated third party insurance companies through referrals to MMLIA. Fee revenue is recognized when referred business generates a sale for the above companies and when the related income is reasonably determinable.

Fair Value of Financial Instruments

Financial instruments, which include cash equivalents, receivables, and payables, approximate their fair values because of the short maturities of these assets and liabilities.

Income Taxes

The Company is treated as a partnership for tax reporting purposes. Therefore, no tax provision is required. Certain states require the Company to file limited liability company returns. Any taxes related to these returns are recorded in Other miscellaneous expenses on the Statement of Operations.

3. Related-Party Transactions and Agreements

The Company is party to an Administrative Services Agreement with MassMutual and MMLIS to receive certain administrative and support services. These selected services include, but are not limited to, legal, accounting, administrative, information systems, treasury, audit, licensing and compliance. The Company incurred \$132,500 and \$45,000 of expense in 2011 under these agreements for services provided by MassMutual and MMLIS, respectively, which are included in Management fees on the Statement of Operations.

As of December 31, 2011, the Company has payables to MassMutual and MMLIS of \$46,666 and \$979, respectively, related to management fees, expense activity, and referral fee chargebacks.

MMLISI Financial Alliances, LLC

Notes to Financial Statements December 31, 2011

4. Members' Equity

As the Principal Member, MMLIS holds all the Series B member interests, 51% of the voting rights, and provides certain personnel and infrastructure for the operations of the Company. The remaining 49% of the voting rights are held by Series A members.

At December 31, 2011, \$275,603 of cash has been segregated related to the Series A members. (See Notes 1 and 2).

Series A members are allocated their respective revenues based upon business generated. In general, expenses are allocated to the Series A members equally. For the month a member purchases a Series A unit, the allocation is made based upon the number of days the member was active during that month. In 2011, all revenues and expenses of the Company were allocated to the Series A members. In accordance with the Company's LLC agreement, the Company retains the ability to allocate certain extraordinary revenues and expenses to the Series B member in future years.

5. Regulatory Requirements

As a broker-dealer registered with the Securities and Exchange Commission ("SEC"), the Company is subject to the SEC's uniform net capital rule (Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of "aggregate indebtedness" to "net capital" (as those items are defined), shall not exceed 15 to 1. The rule also provides that equity capital may not be withdrawn or cash distributions paid if the "aggregate indebtedness" to "net capital" would exceed 10 to 1. In addition, in accordance with FINRA Rule 4110, members are prohibited from withdrawing equity capital for a period of one year after a contribution is made unless otherwise permitted by FINRA. At December 31, 2011, the Company had net capital of \$297,820 which was \$292,820 in excess of its required net capital of \$5,000. The Company's ratio of aggregate indebtedness to net capital was 0.25 to 1.

The Company is exempt from Rule 15c3-3 of the Securities and Exchange Commission under paragraph (k)(2)(i). To qualify for the exemption under Rule 15c3-3 (k)(2)(i), the Company is prohibited from carrying margin accounts; must promptly transmit all customer funds and deliver all securities received in connection with its activities as the broker or dealer, must not otherwise hold funds or securities for, or owe money or securities to, customers and must effectuate all financial transactions between the Company and its customers through one or more bank accounts designated as a Special Account for the Exclusive Benefit of Customers of the Company. Currently, the Company does not plan to execute any financial transactions with customers. The Company will refer customers to MMLIS, MMLIA, or MassMutual who will execute the financial transactions.

MMLISI Financial Alliances, LLC

Notes to Financial Statements December 31, 2011

6. Broker's Bond

The Company carries a broker's blanket fidelity bond in the amount of \$300,000. In addition, the Company is afforded additional coverage under the MassMutual Corporate Fidelity Bond Program in the amount of \$100,000,000.

7. Litigation and Regulatory Inquiries

The Company is, from time to time, involved in various governmental and administrative proceedings or regulatory investigations and inquiries arising in and out of the normal course of business, certain of which are ongoing. In all such matters, the Company has cooperated fully with the applicable regulatory agency.

8. Subsequent Events

The Company has evaluated subsequent events through February 17, 2012, the date the financial statements were available to be issued, and no events have occurred subsequent to the balance sheet date and before the date of evaluation that would require disclosure.

**Computation of Net Capital Under Rule 15c3-1
December 31, 2011****Additional
Information**

Net Capital Requirement

Total members' equity		\$ 646,756
Less non-allowable assets:		
Series A members cash	\$ 275,603	
Referral fees receivable	41,339	
Prepaid expenses, other assets, and cash on deposit with FINRA	<u>31,994</u>	<u>348,936</u>
Net capital		<u>\$ 297,820</u>

Aggregate Indebtedness

Total liabilities included in statement of financial condition	\$ 89,683
Receivable netted against payable with same party	<u>(16,695)</u>
Aggregate indebtedness	<u>\$ 72,988</u>
Minimum net capital required to be maintained (Greater of \$5,000 or 6-2/3% of \$72,988)	<u>5,000</u>
Net capital in excess of minimum requirements	<u>\$ 292,820</u>
Ratio of aggregate indebtedness to net capital	<u>0.25 to 1</u>

See accompanying independent auditors' report.

Statement Pursuant to Paragraph (d)(4) of Rule 17a-5: Reconciliation of FOCUS Report

No material differences exist between the amounts appearing above and the computation reported by MMLIS Financial Alliances, LLC in Part II-A of the unaudited FOCUS Report on Form X-17A-5 as of December 31, 2011.



KPMG LLP
One Financial Plaza
755 Main Street
Hartford, CT 06103

Independent Auditor's Report on Internal Control Required by SEC Rule 17a-5(g)(1) for a Broker-Dealer Claiming an Exemption From SEC Rule 15c3-3

To the Board of Directors and Members of
MMLISI Financial Alliances, LLC:

In planning and performing our audit of the financial statements of MMLISI Financial Alliances, LLC (the Company), as of and for the year ended December 31, 2011 in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by rule 17a-13, and
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's previously mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.



Because of inherent limitations in internal control and the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct misstatements on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the company's financial statements will not be prevented or detected and corrected on a timely basis.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined previously.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at December 31, 2011, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, members, management, the SEC, the Financial Industry Regulatory Authority, Inc., and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

KPMG LLP

February 17, 2012



MMLISI Financial Alliances, LLC
(SEC File Number 8-53707)

Financial Statements and Supplemental Schedule
As of and For the Year Ended December 31, 2011
With Independent Auditors' Report Thereon
Supplemental Report on Internal Control

Filed pursuant to Rule 17a-5(e)(3)